

NANOPHASE TECHNOLOGIES CORPORATION
Form 8-K
January 13, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **January 13, 2011**

NANOPHASE TECHNOLOGIES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-22333
(Commission File Number)

36-3687863
(IRS Employer Identification No.)

1319 Marquette Drive, Romeoville, Illinois
(Address of principal executive offices) **60446**
(Zip Code)
Registrant's telephone number, including area code: **(630) 771-6700**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

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On January 12, 2011, W. Ed Tyler was appointed a Class II director of the Company. Mr. Tyler will serve as an independent director and may participate in all plans generally available to the Company's outside directors. Mr. Tyler will be eligible to receive quarterly cash compensation, reimbursements for his reasonable out-of-pocket expenses incurred in attending board meetings, an option grant to purchase 10,000 shares of the Company's common stock at the closing price as of the date of issuance (the fair market value), which vests over a three year period. A copy of the related press release is being furnished as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1. Press release dated January 13, 2011

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NANOPHASE TECHNOLOGIES CORPORATION

(Registrant)

/s/ **FRANK CESARIO**

January 13, 2011

(Date)

FRANK CESARIO
Chief Financial Officer

Exhibit Index

99.1 Press release dated January 13, 2011